

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

IN RE:

ORION REFINING CORPORATION,

Debtor.

MICHAEL G. SYRACUSE d/b/a
INTERSTATE SUPPLY COMPANY, and
TEXAS ICO, INC.,

Plaintiffs,

v.

ORION REFINING CORPORATION,

Defendant.

Chapter 11

Case No. 03-11483 (MFW)

Adv. Proc. No. 03-53939
(MFW)

C.A. No. 06-536
AP 06-51

DEFENDANT CYPRESS ASSOCIATES, LLC'S COUNTER-DESIGNATIONS

Defendant Cypress Associates, LLC, as the trustee of the ORC Distribution Trust, successor to the debtor and defendant herein, Orion Refining Corporation under the Amended Plan of Liquidation of Orion Refining Corporation, dated May 12, 2004 (D.I. 1242), by and through its undersigned counsel, hereby counter-designates the following items, in addition to those items appellant designated, to be included in the record on appeal to the United States District Court for the District of Delaware:

A. Designations from In Re: Orion Refining Corporation, Case No. 03-11483 (MFW)

Filing Date	D.I.#	Docket Text
05/14/2003	<u>24</u>	Motion to Approve Debtor's Expedited Motion To: (I) (A) Establish Bidding Procedures In Connection With Sale Of Substantially All Of The Assets Of The Debtor, Including Certain Bidding Incentives, (B) Approve The Form And Manner Of Notices, (C) Approve The Form Of The Asset Purchase Agreement, (D) Set A Sale Hearing, And (E) Grant Related Relief; (II) Approve The Sale Of Substantially All Of The Assets Of The Debtor Free And Clear Of Liens, Claims And Encumbrances To The Successful Bidder; (III) Authorize The Assumption And Assignment Of Certain Executory Contracts And Leases; And (IV) Approve Procedures For The Rejection Of Certain Contracts And Leases Filed by Orion Refining Corporation (Attachments: # <u>1</u> Exhibit A1# <u>2</u> Exhibit A2# <u>3</u> Exhibit A3# <u>4</u> Exhibit A4# <u>5</u> Exhibit B# <u>6</u> Exhibit C# <u>7</u> Exhibit D# <u>8</u> Exhibit E# <u>9</u> Exhibit F# <u>10</u> Exhibit G# <u>11</u> Certificate of Service # <u>12</u> Service List) (Werkheiser, Gregory) (Entered: 05/14/2003)
06/19/2003	<u>268</u>	Limited Objection to Sale of Substantially All Debtor's Assets (related document(s) <u>24</u> Motion to Approve Debtor's Expedited Motion To: (I) (A) Establish Bidding Procedures In Connection With Sale Of Substantially All Of The Assets Of The Debtor, Including Certain Bidding Incentives, (B) Approve The Form And Manner Of Notices, (C) Filed by Michael G. Syracuse (Attachments: # <u>1</u> Exhibit A# <u>2</u> Exhibit B) (Lastowski, Michael) (Entered: 06/19/2003)
06/26/2003	<u>336</u>	Order (A) Approving the Sale of Certain Assets of the Debtor Free and Clear of Liens, Claims and Encumbrances Pursuant to 11 USCS Section 363, (B) Authorizing the

Filing Date	D.I.#	Docket Text
		Assumption and Assignment of Certain Unexpired Leases and Executory Contracts, (C) Authorizing the Rejection of Certain Unexpired Leases and Executory Contracts and (D) Granting Related Relief (related document(s) <u>24</u>) Signed on 6/26/2003 (LMC,) Additional attachment(s) added on 6/27/2003 (LMC,). (Entered: 06/27/2003)
06/18/2004	<u>1318</u>	Objection to --Objection of Michael G. Syracuse D/B/A Interstate Supply Company, and Texas Ico, Inc. to the Debtor's Amended Plan of Liquidation, Dated May 12, 2004 (related document(s) <u>1242</u>) Filed by Michael G. Syracuse (Attachments: # <u>1</u> Certificate of Service) (Lastowski, Michael) (Entered: 06/18/2004)
06/22/2004	<u>1325</u>	Motion to Compel the Debtor to Comply with the Court's Order (A) Approving the Sale of Certain Assets of the Debtor Free and Clear of Liens, Claims and Encumbrances Pursuant to 11 U.S.C. Section 363, (B) Authorizing the Assumption and Assignment of Certain Unexpired Leases and Executory Contracts, (C) Authorizing the Rejection of Certain Unexpired Leases and Executory Contracts and (D) Granting Related Relief (related document(s) <u>336</u>) Filed by Michael G. Syracuse. Hearing scheduled for 7/12/2004 at 02:00 PM at US Bankruptcy Court, 824 Market St., 6th Floor, Wilmington, DE. Objections due by 7/5/2004.. (Attachments: # <u>1</u> Certificate of Service) (Lastowski, Michael) (Entered: 06/22/2004)
07/02/2004	<u>1361</u>	Findings of Fact and Conclusions of Law and Order Confirming Amended Plan of Liquidation of Orion Refining Corporation, Dated May 12, 2004.(related document(s) <u>1242</u> , <u>1349</u>) Signed on 7/2/2004. (Attachments: # <u>1</u> Exhibit Part 1# <u>2</u> Exhibit Part 2# <u>3</u> Exhibit Part 3# <u>4</u> Exhibit Part 4# <u>5</u> Exhibit Part 5) (LCN,)

Filing Date	D.I.#	Docket Text
		(Entered: 07/02/2004)
07/08/2004	<u>1374</u>	Chapter 11 Plan of Reorganization NOTICE OF FILING OF CONFORMED VERSION OF AMENDED PLAN OF LIQUIDATION OF ORION REFINING CORPORATION, DATED MAY 12, 2004, AS EFFECTIVE Filed by Orion Refining Corporation (Attachments: # <u>1</u> Amended Plan Of Liquidation Of Orion Refining Corporation (Pt. I)# <u>2</u> Amended Plan Of Liquidation Of Orion Refining Corporation (Pt. II)# <u>3</u> Schedule 1.73 to the Amended Plan# <u>4</u> Schedule 1.98 to the Amended Plan# <u>5</u> Schedule 1.107 to the Amended Plan# <u>6</u> Senior Investor Distribution Schedule# <u>7</u> ORC Distribution Trust Agreement (Pt. I)# <u>8</u> ORC Distribution Trust Agreement (Pt. II)# <u>9</u> Liquidation Trust Agreement# <u>10</u> Earn Out Trust Agreement) (Werkheiser, Gregory) (Entered: 07/08/2004)
07/19/2004	<u>1390</u>	Motion to Compel Motion Of The ORC Distribution Trust Representative For An Order (A) Compelling Syracuse To Execute Escrow Agreement Or, Alternatively, Authorizing ORC Distribution Trust Representative To Deposit Disputed Funds With The Court And (B) Granting Related Relief Filed by CYPRESS ASSOCIATES, LLC, as ORC Distribution Trust Representative. Hearing scheduled for 8/5/2004 at 09:30 AM at US Bankruptcy Court, 824 Market St., Room 309, Wilmington, Delaware. Objections due by 7/29/2004.. (Attachments: # <u>1</u> Exhibit A# <u>2</u> Exhibit B, part 1 of 2# <u>3</u> Exhibit B, part 2 of 2# <u>4</u> Exhibit C# <u>5</u> Exhibit D# <u>6</u> Notice) (Werkheiser, Gregory) (Entered: 07/19/2004)
07/22/2004	<u>1397</u>	Motion to Compel Cross- Motion on Behalf of Plaintiffs, Michael G. Syracuse d/b/a Interstate Supply Company and Texas ICO, Inc. for an Order (A) Compelling the ORC Distribution Trust Representative to Execute

Filing Date	D.I.#	Docket Text
		<i>Escrow Agreement, (B) for Contempt, Sanctions, Attorney's Fees and Past Due Interest and (C) Granting Related Relief</i> (related document(s) <u>1390</u>) Filed by Michael G. Syracuse. Hearing scheduled for 8/5/2004 at 09:30 AM at US Bankruptcy Court, 844 King St., Room 2313, Wilmington, Delaware. Objections due by 7/29/2004.. (Attachments: # <u>1</u> Notice # <u>2</u> Exhibit 1# <u>3</u> Exhibit 2# <u>4</u> Exhibit 3# <u>5</u> Certificate of Service) (Lastowski, Michael) (Entered: 07/22/2004)
07/22/2004	<u>1398</u>	Motion to Shorten Time regarding Cross - Motion for an Order (a) Compelling the ORC Distribution Trust Representative to Execute Escrow Agreement, (b) for Contempt, Sanctions, Attorney's Fees and Past Due Interest, and Granting Related Relief (related document(s) <u>1397</u>) Filed by Michael G. Syracuse. Hearing scheduled for 8/5/2004 at 09:30 AM at US Bankruptcy Court, 844 King St., Room 2313, Wilmington, Delaware. Objections due by 7/29/2004.. (Lastowski, Michael) (Entered: 07/22/2004)
07/23/2004	<u>1399</u>	Proposed Order RE: Cross - Motion on Behalf of Plaintiffs, Michael G. Syracuse d/b/a Interstate Supply Company and Texas ICO, Inc. for an Order (A) Compelling the ORC Distribution Trust Representative to Execute Escrow Agreement, (B) for Contempt, Sanctions, Attorney's Fees and Past Due Interest and (C) Granting Related Relief (related document(s) <u>1397</u>) Filed by Michael G. Syracuse (Lastowski, Michael) (Entered: 07/23/2004)
07/23/2004	<u>1400</u>	Motion to Allow Claims Renewed Request of Michael G. Syracuse d/b/a, Interstate Supply Company and Texas ICO, Inc. for Allowance of An Administrative Expense Claim Filed by Michael G. Syracuse (Attachments: # <u>1</u> Certificate of Service) (Lastowski, Michael)

Filing Date	D.I.#	Docket Text
		(Entered: 07/23/2004)
07/29/2004	<u>1411</u>	Memorandum of Law Memorandum of Plaintiffs in Opposition to Motion of the ORC Distribution Trust Representative for an Order (A) Compelling Syracuse to Execute Scrow Agreement or, Alternatively, Authorizing ORC Distribution Trust Representative to Deposit Disputed Funds with the Court and (B) Granting Related Relief (related document(s) <u>1390</u>) Filed by Michael G. Syracuse (Attachments: # <u>1</u> Certificate of Service) (Lastowski, Michael) (Entered: 07/29/2004)
07/29/2004	<u>1413</u>	Objection to Objection Of ORC Distribution Trust Representative To Cross-Motion On Behalf Of Plaintiffs, Michael G. Syracuse d/b/a Interstate Supply Company And Texas ICO Inc. For An Order (A) Compelling The ORC Distribution Trust Representative To Execute Escrow Agreement, (B) For Contempt, Sanctions, Attorney's Fees And Past Due Interest And (C) Granting Related Relief (related document(s) <u>1397</u>) Filed by CYPRESS ASSOCIATES, LLC, as ORC Distribution Trust Representative (Attachments: # <u>1</u> Exhibit A# <u>2</u> Exhibit B# <u>3</u> Exhibit C# <u>4</u> Exhibit D# <u>5</u> Exhibit E# <u>6</u> Exhibit F# <u>7</u> Exhibit G# <u>8</u> Exhibit H# <u>9</u> Exhibit I# <u>10</u> Exhibit J# <u>11</u> Exhibit K) (Werkheiser, Gregory) (Entered: 07/29/2004)
12/06/2004	<u>1522</u>	Order (I) Authorizing and Directing ORC Distribution Trust Representative to Deposit Disputed Funds with the Court and (II) Granting in Part and Denying in Part, Certain Related Relief Requested by the ORC Distribution Trust Representative and Syracuse (related document(s) <u>1390</u> , <u>1397</u> , <u>1411</u> , <u>1413</u>) -Signed on 12/6/2004. (MDE,) (Entered: 12/06/2004)

Filing Date	D.I.#	Docket Text
12/17/2004	<u>1531</u>	Notice of Intent /Notice of (I) Deposit Of Funds Into Custody Of Clerk Of Court For The United States Bankruptcy Court For The District Of Delaware And (II) Submission Of Interest Report, Pursuant To The Order (1) Authorizing And Directing ORC Distribution Trust Representative To Deposit Disputed Funds With The Court And (2) Granting In Part, And Denying, In Part, Certain Related Relief Requested By The ORC Distribution Trust Representative And Syracuse(related document(s) <u>1522</u>) Filed by Orion Refining Corporation (Attachments: # <u>1</u> Exhibit 1) (Donilon, Gregory) (Entered: 12/17/2004)

Proof of Claim, dated September 18, 2003, filed by
Syracuse (identified by Debtor as Claim No. 269)

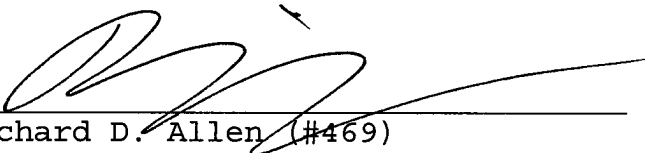
B. Designations from Michael G. Syracuse d/b/a Interstate Supply Company and Texas ICO, Inc. v. Orion Refining Corporation, Adv. Proc. No. 03-53939

Filing Date	D.I.#	Docket Text
09/22/2003	<u>3</u>	Answer to Complaint , Affirmative Defenses and (related document(s) <u>1</u>), Counterclaim by Orion Refining Corporation against Michael G. Syracuse d/b/a Interstate Supply Company, and Texas ICO, Inc. Filed by Orion Refining Corporation (Attachments: # <u>1</u> Certificate of Service)(Briggs, Thomas) (Entered: 09/22/2003)
11/26/2003	<u>6</u>	Answer to Complaint with Counterclaim -- Answer on behalf of Michael G Syracuse D/B/A Interstate Supply Company, and Texas ICO, Inc., to Debtors Counter Claims, Counterclaim by Michael G. Syracuse against

Filing Date	D.I.#	Docket Text
		Orion Refining Corporation Filed by Michael G. Syracuse (Attachments: # <u>1</u> Certificate of Service) (Lastowski, Michael) (Entered: 11/26/2003)
09/08/2004	<u>60</u>	Brief - <i>Plaintiffs' Answering Brief in Opposition to Defendant's Cross-Motion for Partial Summary Judgment on the Issue of Title</i> Filed by Michael G. Syracuse (Attachments: # <u>1</u> List of Exhibits# <u>2</u> Exhibit 1# <u>3</u> Exhibit 2# <u>4</u> Exhibit 3# <u>5</u> Exhibit 4# <u>6</u> Exhibit 5# <u>7</u> Exhibit 6# <u>8</u> Certificate of Service) (Lastowski, Michael) (Entered: 09/08/2004)
05/03/2006	<u>87</u>	Stipulation Between Cypress Associates, LLC, as ORC Distribution Trust Representative and Michael G. Syracuse d/b/a Interstate Supply Company and Texas ICO, Inc.. (related document(s) <u>81</u> , <u>83</u> , <u>82</u> , <u>78</u> , <u>85</u>) Filed by Cypress Associates, LLC, as ORC Distribution Trust Representative (related document(s) <u>81</u> , <u>83</u> , <u>82</u> , <u>78</u> , <u>85</u>). (Attachments: # <u>1</u> Proposed Form of Order) (Werkheiser, Gregory) (Entered: 05/03/2006)
05/11/2006	<u>90</u>	Objection to <i>Plaintiff's Emergency Motion For A Stay Of Judgment Pending Disposition Of Plaintiffs' Motion For An Order Amending Judgment, And Motion To Amend Findings</i> (related document(s) <u>77</u> , <u>82</u> , <u>78</u>) Filed by Cypress Associates, LLC, as ORC Distribution Trust Representative (Attachments: # <u>1</u> Certificate of Service) (Werkheiser, Gregory) (Entered: 05/11/2006)
08/17/2006	<u>114</u>	Motion to Allow <i>DEFENDANTS MOTION FOR RELEASE OF FUNDS HELD IN COURTS REGISTRY ACCOUNT</i> (Re: Adv. D.I. 77, 78, 1522) Filed by Cypress Associates, LLC, as ORC Distribution Trust Representative. (Attachments: # <u>1</u> Exhibit A# <u>2</u> Certificate of Service) (Briggs, Thomas) (Entered: 08/17/2006)

Filing Date	D.I.#	Docket Text
		08/17/2006)
08/17/2006	<u>115</u>	Opening Brief In Support of Defendants Motion For Release Of Funds Held In Courts Registry Account (Re: Adv. D.I. 77, 78, 1522) (related document(s) <u>114</u>) Filed by Cypress Associates, LLC, as ORC Distribution Trust Representative (Attachments: # <u>1</u> Exhibit A - D# <u>2</u> Certificate of Service) (Briggs, Thomas) Modified duplicate text on 8/18/2006 (BMT,). (Entered: 08/17/2006)
08/17/2006	<u>116</u>	Motion to Allow <i>MOTION PURSUANT TO RULE 7054(a) FOR EXPRESS DIRECTION FOR THE ENTRY OF JUDGMENT AND EXPRESS DETERMINATION THAT THERE IS NO JUST REASON FOR DELAY</i> (re: Adv. D.I. 77, 78) Filed by Cypress Associates, LLC, as ORC Distribution Trust Representative. (Attachments: # <u>1</u> Proposed Form of Order # <u>2</u> Certificate of Service) (Briggs, Thomas) (Entered: 08/17/2006)
08/31/2006	<u>120</u>	Opening Brief on Behalf of Plaintiffs in Opposition to Cypress Associates, LLC's Motion for Express Direction for the Entry of Judgment and Express Determination That There is No Just Reason for Delay and in Opposition to Defendant's Motion for Release or Funds Held in Court's Registry's Account (related document(s) <u>77</u> , <u>78</u>) Filed by Michael G. Syracuse d/b/a Interstate Supply Company, and Texas ICO, Inc. (Attachments: # <u>1</u> Exhibit A# <u>2</u> Certificate of Service) (Lastowski, Michael) Modified duplicate text on 9/1/2006 (BMT,). (Entered: 08/31/2006)

MORRIS, NICHOLS, ARSHT & TUNNELL

A handwritten signature in black ink, appearing to read 'Richard D. Allen', is written over a horizontal line.

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September 7, 2006

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